

8602970380

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CHANDLER EVANS INC

HOLLEY BOWLING GREEN INC

and

THE LEWIS ENGINEERING COMPANY

INTO

COLT INDUSTRIES OPERATING CORP

10am
FILED

OCT 24 1988


ROBERT J. SMITH
SECRETARY OF STATE

Colt Industries Operating Corp, a corporation
organized and existing under the laws of the State of Delaware
DOES HEREBY CERTIFY as follows:

FIRST: Colt Industries Operating Corp was
incorporated on August 14, 1968, pursuant to the General
Corporation Law of the State of Delaware.

SECOND: Colt Industries Operating Corp owns all of
the outstanding shares of the stock of the following
corporations: (a) Chandler Evans Inc, a corporation
incorporated on January 2, 1959, pursuant to the General
Corporation Law of the State of Delaware; (b) Holley Bowling
Green Inc, a corporation incorporated on December 27, 1983,
pursuant to the General Corporation Law of the State of
Delaware; and (c) The Lewis Engineering Company, a corporation
incorporated on December 12, 1925, pursuant to the Stock
Corporation Act of the State of Connecticut.

THIRD: Colt Industries Operating Corp, by the following resolutions of its Board of Directors adopted by unanimous written consent without a meeting on October 15, 1986, filed with the minutes of the Board, determined to merge and did merge Chandler Evans Inc, Holley Bowling Green Inc and The Lewis Engineering Company into itself:

RESOLVED that Chandler Evans Inc, a Delaware Corporation; Holley Bowling Green Inc, a Delaware corporation; and The Lewis Engineering Company, a Connecticut corporation (hereinafter in these resolutions called the "Subsidiary Corporations"), be merged, and they hereby are merged, into Colt Industries Operating Corp, a Delaware corporation (hereinafter in these resolutions called "CIOC" or, with respect to the period following said merger, the "Surviving Corporation"), which assumes all the obligations of the Subsidiary Corporations, pursuant to Section 253 of the General Corporation Law of the State of Delaware and pursuant to Section 33-370 of the Connecticut Stock Corporation Act (said merger being hereinafter in these resolutions called the "Merger" and the Subsidiary Corporations and CIOC being hereinafter in the resolutions sometimes called the "Constituent Corporations");

RESOLVED that the Merger shall be effective upon the filing of the Certificate of Ownership and Merger hereinafter provided for with the Secretary of State of the State of Delaware (such date of filing being hereinafter in these resolutions called the "Effective Time of the Merger");

RESOLVED that the terms and conditions of the Merger are as follows:

(1) At the Effective Time of the Merger, the Certificate of Incorporation and the by-laws of CIOC, as in effect at the Effective Time of the Merger, shall continue as the Certificate of Incorporation and the by-laws, respectively, of the Surviving Corporation until amended as provided by law, and the directors and the

officers of CIOC at the Effective Time of the Merger shall be the directors and the officers, respectively, of the Surviving Corporation until their respective successors are duly elected or appointed and qualified in the manner provided by the Certificate of Incorporation and by-laws of the Surviving Corporation or as otherwise provided by law;

(2) Each share of Common Stock of the Subsidiary Corporations which is owned by CIOC and which is outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger and without any action on the part of CIOC, cease to exist;

(3) Each share of Common Stock, par value \$5 per share, of CIOC outstanding at the Effective Time of the Merger shall remain issued and outstanding as one validly issued, fully paid and nonassessable share of Common Stock, par value \$5 per share, of the Surviving Corporation;

(4) At and after the Effective Time of the Merger, transfer of the shares of Common Stock of the Subsidiary Corporations outstanding prior to the Effective Time of the Merger shall not be made on the stock transfer books of the Subsidiary Corporations, and all certificates for such shares shall forthwith be canceled;

(5) At the Effective Time of the Merger, the Surviving Corporation shall possess all the assets and property of every description, and every interest therein, wherever located, and all the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of the Constituent Corporations, and all obligations belonging to or due any of them, shall be vested in the Surviving Corporation without further act or deed, and title to any real estate or any interest therein in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger; and

(6) As of the Effective Time of the Merger the assets and liabilities of CIOC and the Subsidiary Corporations shall be taken up or continued, as the case may be, on the books of the Surviving Corporation in amounts determined

in accordance with generally accepted accounting principles by the Board of Directors of the Surviving Corporation;

RESOLVED that the President or any Vice-President and the Secretary or any Assistant Secretary of CIOC be and they hereby are, authorized and directed to execute, in the name and on behalf of CIOC, a Certificate of Ownership and Merger, substantially in the form which has been submitted to the directors, setting forth, among other things, a copy of these resolutions providing for the Merger and the date of adoption thereof; and that such officers be, and they hereby are, authorized and directed to cause such Certificate, in such form, with such additions, deletions or changes therein, if any, as they shall approve (the execution thereof by any such officer to be conclusive evidence of his approval of any such additions, deletions or changes), to be filed in the office of the Secretary of State of the State of Delaware and to cause a certified copy of such Certificate to be recorded in the office of the Recorder of the county of New Castle, State of Delaware;

RESOLVED that the form, terms and provisions of the Agreement of Merger to be dated as of October 15, 1986, between CIOC and the Subsidiary Corporations, to provide for the Merger in accordance with the requirements of the Stock Corporation Act of Connecticut and the General Corporation Law of the State of Delaware, the form of which is attached to these resolutions as Exhibit A and the terms and provisions of which are incorporated in these resolutions by reference, be, and they hereby are, approved; that the President or any Vice President and the Secretary or any Assistant Secretary of CIOC be, and they hereby are, authorized and directed to execute, in the name and on behalf of CIOC, said Agreement of Merger in such form, with such additions, deletions or changes therein, if any, as they shall approve (the execution thereof by any such officer to be conclusive evidence of his approval of any such additions, deletions or changes); and that such officers be, and they hereby are, authorized and directed to execute on behalf of CIOC a

Certificate of Merger, which Certificate shall be in such form as they shall approve, and to cause said Certificate of Merger to be filed in the office of the Secretary of State of the State of Connecticut in accordance with the requirements of the Stock Corporation Act of Connecticut;

RESOLVED that the proper officers of CIOC be, and they hereby are, authorized and directed to take all such further action, to execute all such other instruments and documents, in the name and on behalf of CIOC, and to pay all such expenses and to do any and all acts and things whatsoever as they shall deem necessary, proper or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be amended or terminated and abandoned by the board of directors of Colt Industries Operating Corp at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Colt Industries Operating Corp has caused this Certificate to be signed in its name and on its behalf by its President or one of its Vice Presidents and attested by its Secretary or one of its Assistant Secretaries as of October 15, 1986, the signatures of such persons constituting their acknowledgment, under penalties of perjury, that this Certificate is the act and deed of said Colt

Industries Operating Corp, and that the facts stated herein are true.



COLT INDUSTRIES OPERATING CORP

By

Anthony J. diBuono
Anthony J. diBuono

ATTEST:

William D. Rudolph
William D. Rudolph
Assistant Secretary

Certificate of Ownership fo the "COLT INDUSTRIES OPERATING CORP", a corporation organized and existing under the laws of the State of Delaware, merging "CHANDLER EVANS INC." "HOLLEY BOWLING GREEN INC.", corporations organized and existing under the laws of the State of Delaware and "THE LEWIS ENGINEERING COMPANY", a corporation organized and exising under the laws of the state of Connecticut, pursuant to Section 253 of the General Corporation Law of the State of Delaware, as received and filed in this office the twenty-fourth day of October, A.D. 1986, at 10 o'clock A.M.

And I do hereby further certify that the aforsaid Corporation shall be governed by the laws of the State of Delaware.